

**BOARD OF COUNTY COMMISSIONERS  
AGENDA ITEM SUMMARY**

Meeting Date: 05/18/2005  
Bulk Item: Yes ☐ No ☒

Division: BOCC  
Department: DISTRICT FIVE

Staff Contact Person: Donna Hanson

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**AGENDA ITEM WORDING:** Approval to hire the Seibert Law Firm of Tallahassee, FL to represent Monroe County at the state and local level to further the ability of the county to create workforce housing units.

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**ITEM BACKGROUND:** It is anticipated that the rule challenge will soon be determined. It is critical to have methods to create workforce housing in place when this ruling comes down from Tallahassee. The Seibert Law Firm will provide community consensus and governmental concurrence on workforce housing in Monroe County. As this is a regional issue, all parties in Monroe County need to be involved.

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**PREVIOUS RELEVANT BOCC ACTION:**

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**CONTRACT/AGREEMENT CHANGES:**

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**STAFF RECOMMENDATIONS:**

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**TOTAL COST:** unknown at this time                      **BUDGETED:** Yes ☐ No ☐

**COST TO COUNTY:** \_\_\_\_\_ **SOURCE OF FUNDS:** \_\_\_\_\_

**REVENUE PRODUCING:** Yes ☐ No ☐ **AMOUNT PER MONTH** \_\_\_\_\_ **Year** \_\_\_\_\_

**APPROVED BY:** County Atty \_\_\_\_\_ OMB/Purchasing \_\_\_\_\_ Risk Management \_\_\_\_\_

**DIVISION DIRECTOR APPROVAL:**

  
COMMISSIONER MURRAY E. NELSON

**DOCUMENTATION:** Included ☒ Not Required \_\_\_\_\_

**DISPOSITION:** \_\_\_\_\_

**AGENDA ITEM #** \_\_\_\_\_

**Bryant  
Miller  
&  
Olive P.A.**

FAX

**TO:** Commissioner Murray Nelson**PHONE #:** 305-852-7175**FAX #:** 305-852-7162**FROM:** Robert C. Reid/Steve Seibert**DATE:** May 10, 2005      **Number of Pages (including cover):** 23**CLIENT #:** 3832.00**RE:** Monroe County, Florida (Workforce Housing Advocate)**Comments**

**Message:** Please see attached letter, resumes and sample Retainer Agreement for your review. Thank you.



To: Commissioner Murray Nelson  
Monroe County, Florida  
500 Whitehead Street  
Key West, Florida 33040

Dear Commissioner Nelson,

It was my sincere pleasure to meet with you in Tallahassee and discuss the many challenges Monroe County faces in providing workforce housing. The County Commission has made this issue a priority for a long time, and you know my heart is committed to the effort.

It appears you are seeking a workforce housing "advocate;" one who can help the County develop a **comprehensive** strategy to address this difficult issue, and who can effectively further this effort at **all** levels of government. As we discussed, this advocacy will require many professional skill sets, certainly more than any one person can provide. In light of the needs of the County and scope of the tasks facing the County in creating a comprehensive strategy to address workforce housing and all related issues, I strongly suggest that a "team approach" will be critical to the County's success.

Accordingly, I have discussed this matter with my good and talented friend, Cari Roth; you may remember Cari as the Department of Community Affairs (DCA) General Counsel during the time I was Secretary. She later became Assistant Secretary after my departure. Cari is a superb lawyer and a respected lobbyist ...and she already has a detailed knowledge of the many laws relating to the Keys. Cari has joined the Bryant, Miller and Olive law firm (BMO), and her partner, Bob Reid, is an affordable housing specialist and an expert in public finance matters. BMO already represents several local governments in the Keys and has an excellent reputation.

I believe that a team comprised of Bob Reid, Cari Roth and Steve Seibert encompasses the distinct group of experiences and skills this effort will require to be successful. I have attached a sample "Special Counsel Retainer Agreement" which provides for the joint engagement of both The Seibert Law Firm and BMO to be the County's team to facilitate the successful development of a workforce housing vision for the County and to assist in its implementation. I would be pleased to serve as the Primary Contact for the Team and would call on my colleagues and Team Members at BMO for their extensive expertise. I have also attached copies of our resumes for your review.

We believe there are several inter-related initiatives the Commission should consider. Like a Chinese menu, we could develop a work order for each one and you could choose which one(s) to proceed with. We suggest the following:

1. The Monroe County Commission hire us initially to help the County identify potential partners in this effort and to develop a strategy to build a coalition of interested groups to help create a community vision and provide financial support for this process. We might also seek private foundation support for developing a multi-jurisdictional approach to support affordable housing.
2. We should collect and organize existing data; all affordable housing efforts and reports completed to date, a list of available land, a list of appropriately land-used and zoned land, a list of citizens who have already shown interest in this issue, and so forth. Staff probably has most of this information already.
3. We should hold a series of public meetings to assess the extent of the crisis and the public appetite to truly address this issue. You don't want to be a year down the road, having expended much time and money, and find the citizenry is not supportive of your efforts. I have significant experience in "convening" public meetings and my colleagues and the members of the team have worked on many community visioning efforts.
4. Because many citizens cannot attend public meetings, or are hesitant to speak up in public, we suggest establishing an interactive web-site. A method for meaningful, web-based communication ("digital" citizen input, if you will) is critical to understanding what the people really think.
5. We need to provide some of the new ideas about workforce housing being developed across the country...there are some "best practices" upon which we can rely and there is no reason to reinvent the wheel.
6. We need to help you determine which statutes, and which ordinances need to be adopted, or modified. Cari and Bob are skilled in this regard, and can both draft and explain the details of such documents.
7. We may need to advocate these issues at the highest levels of state government, including the Governor's office, the Legislature, the Florida Cabinet, and the appropriate state agencies.
8. Finally, we need to provide imaginative funding strategies and recommend which financial tools are best suited to the community's needs.

Our team can do all of this. We have proposed a contract which sets forth being paid by either an hourly fee basis or on a per Work Order predetermined amount basis, whichever

Commissioner Murray Nelson  
May 9, 2005  
Page 3

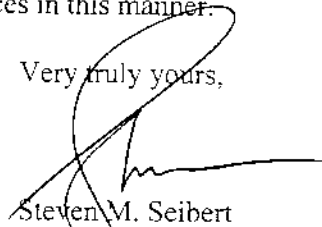
best suits the needs and desires of the County and the subject of each Work Order; if you have other preferred methods, we will certainly consider them.

We believe, and clearly recommend, that a predetermined amount for each discrete task undertaken by the team is the better approach; it gives you certainty about how much you will pay and it allows us to team up on certain projects without worrying about our combined hourly fees. Not knowing your thoughts on this subject, we have not proposed what the predetermined amounts for each project should be. We await your thoughts and comments.

Frankly, I expect the tasks will change over time, because the obstacles or needs may change. In essence, however, we consider our role to be that of a partner with the government, and citizens of Monroe County to help address this most significant community challenge.

Please feel free to call me if you have any questions, and thank you again for the opportunity to propose the use of our services in this manner.

Very truly yours,

A handwritten signature in black ink, appearing to read "Steven M. Seibert", with a long horizontal flourish extending to the right.

Steven M. Seibert  
The Seibert Law Firm  
201 South Monroe Street  
Suite 500  
Tallahassee, Florida 32301



2964 Wellington Circle, Suite 1  
Tallahassee, FL 32309  
Phone: 850.222.9022  
E-Mail: [steve@seibertlaw.com](mailto:steve@seibertlaw.com)

## STEVEN M. SEIBERT

### EDUCATION

- 1977 The George Washington University, B.A. in Philosophy/International Affairs;  
awarded Phi Beta Kappa
- 1980 University of Florida, Juris Doctor

### PROFESSIONAL EXPERIENCE

- 2003-present Founder, The Seibert Law Firm
- 1999 - 2003 Secretary, The Florida Department of Community Affairs;  
Appointed by Governor Jeb Bush, confirmed by the Florida Senate;  
Served on:
- Florida Housing Finance Corporation Board of Directors
  - Florida Communities Trust Governing Board (Chair)
  - Wekiva Basin Area Task Force (Chair)
  - Governor's Growth Management Study Commission
  - Rural Lands Stewardship Council
  - Land Acquisition and Restoration Council
- 1992 - 1999 Commissioner, Pinellas County Board of County Commissioners (Chair 1995, 1999)  
Served on:
- Pinellas County Metropolitan Planning Organization (Chair)
  - Agency on Bay Management (Chair)
  - Tampa Bay Regional Planning Council (Chair)
  - Tampa Bay National Estuary Program (Board of Directors)
  - Tampa Bay Water (Board of Directors)

1986 - 1991 Partner, Law Firm of Johnson, Blakely, Pope, Bokor, Ruppel & Burns  
1982 - 1986 Senior Assistant County Attorney, Pinellas County  
1981 - 1982 Associate, Law Firm of Korones, Downey, Glenn & Hersem

#### **ADDITIONAL STATEWIDE LEADERSHIP ROLES**

Member, Florida Council of 100  
Board of Directors, Florida Association of Counties  
Member, Florida Chamber of Commerce Water Task Force  
Member, Governor's Task Force on Land Use and Water Planning  
Co-chairman, Florida Association of Counties Select Committee on Water Policy  
Member, Leadership Florida (Class XIII, 1995)  
Board of Directors, Federal Alliance for Safe Homes  
Member, Urban Land Institute; Florida Committee for Regional Cooperation

#### **AWARDS, CERTIFICATIONS, RATINGS, ETC.**

Distinguished Service Award; State of Florida  
Award of Distinction; Florida Chamber of Commerce  
Excellence in Mediation Award; Florida Conflict Resolution Consortium  
Certified Federal and Circuit Civil Mediator  
AV Legal Rating

## **CARL L. ROTH**

### **PROFESSIONAL EXPERIENCE**

#### **Bryant Miller & Olive, P. A.**

201 South Monroe Street, Suite 500

Tallahassee, Florida

850/222-8611; croth@bمولaw.com

Shareholder in 5 city, 21 attorney firm specializing in a legal and legislative practice focused on land use, environmental, growth management and infrastructure issues, intergovernmental relations, and state and local government finance.

December 2003

#### **Florida Department of Community Affairs**

Tallahassee, Florida

Assistant Secretary

Principal administrative officer of 425 employee state agency. Advised agency head, coordinated with other members of administration and lobbied legislature on legislative growth management and proposed merger issues. Headed the Department's planning effort in advance of proposed merger. Directed budgetary, financial, human relations, communications, legal and legislative personnel and division directors.

March 2003- July 2003

#### **Florida Department of Community Affairs**

Tallahassee, Florida

General Counsel

Directed legal office of state agency with responsibility over growth management, emergency management, and community housing and development. Served as interim director of the Division of Community Planning from July 2001-December 2001 while continuing to serve as General Counsel. Advised agency head and administration on growth management issues and served as principal legislative representative for the Department on these issues. Assisted head of agency on other policy and administrative issues. Frequently represented Department in speaking opportunities to various interest groups as well as professional education seminars.

July 1999- March 2003



**Lewis, Longman & Walker, P.A.**

Tallahassee, Florida

Founding shareholder of 3 city, 18 attorney firm specializing in government affairs and environmental and land use law. Approximately 60% of my practice was comprised of legislative affairs. Legal practice was focused on Florida administrative law with an emphasis on land use law, representing both private developers and local governments.

July 1994 – June 1999

**Representative Clients:**

Legislative – BellSouth Mobility, Florida Association of Special Districts, Florida Mosquito Control Association, Florida Occupational Therapy Association, Florida Psychological Association, Mitigation Solutions, Florida Water Quality Association, GATX Terminals Corporation

Legal – Monroe County School Board, Leon County, Cap Star Hotels, Marina Jack, Cold Springs Improvement District, Crystal Lake Joint Venture, Innovation Park, Florida Association of Safety Councils

**Messer, Vickers, Caparello, Madsen, Lewis, Goldman & Metz, P.A.**

Tallahassee, Florida

Shareholder in Tallahassee office of firm specializing in government affairs and administrative law.

October 1983 – June 1994 (Partner since January 1987)

**PROFESSIONAL ORGANIZATIONS AND HONORS**

Rated “AV” by Martindale-Hubbell

Leadership Florida Graduate, 2002

Member, Second Judicial Circuit Professionalism Committee, 2003

Florida Bar Association, City, County and Local Government Section; Executive Council, 1997 – present; Chairman Legislative Committee 1995-1997.

Florida Bar Association, Environmental Land Use Law Section; Executive Council member 1987-1995; Editor, Section Reporter, 1986-1988; Chairman Legislative Committee 1990-1995.

American Bar Association, member State and Local Government Section, Natural Resources Committee

Tallahassee Women Lawyers

Capital Women's Network

Leadership Tallahassee Alumni Association

## **PUBLICATIONS (Selected)**

*2002 Reforms to Growth Management*, Florida Bar Journal, with Laura J. Feagan, July 2002.

*Special Tax Districts*, Environmental and Land Use Law, with Terry E. Lewis, Robert M. Rhodes and Victoria Weber. The Florida Bar, 1987 (with biennial updates).

*Contract Zoning and Conditional Zoning*, Environmental and Land Use Law, The Florida Bar, 1999.

*Department of Community Affairs Update*, paper delivered to the August 1999, 2000, 2001, 2002, meetings of the Environmental and Land use Law Section, The Florida Bar.

*Local Government Comprehensive Planning*, paper delivered to the August 1990 and 1994 meetings of the Environmental and Land Use Law Section, The Florida Bar.

*Impact Fees in Florida*, paper delivered to the May and October, 1990 Short Course Seminars sponsored by the Florida chamber of Commerce.

## **EDUCATION**

<b>Legal</b>	Florida State University College of Law Juris Doctor received May 1983.
<b>Honors &amp; Activities</b>	President, Student Bar Association, 1982 Student Member, Faculty Appointments Committee, 1981 & 1982 Finalist, Moot Court Competition, 1981
<b>Undergraduate</b>	Florida State University BS received June 1979 Major – Government; Minor -- English
<b>Honors &amp; Activities</b>	Graduated Cum Laude; Dean's List Attended Overseas Program in Florence, Italy, 1979 Florida State University Swim Team, 1975

## **COMMUNITY ACTIVITIES**

Refuge House Capital Fundraising Committee, 1999

Leadership Tallahassee Alumni, 1986-present, Board member 1994-1997

United Way of the Big Bend, Board Member, 1987-1991

Florida Legal Services, Board Member, 1988-1993

Florida Bar Foundation, Member, Legal Assistance to the Poor Committee,  
1990-1993

Tallahassee Bar Association Legal Aid Foundation, Board Member, 1987-88

City of Tallahassee, Concurrence Review Committee

City of Tallahassee, Development Process Review Committee

**NAME:** Robert C. Reid, Shareholder

**EDUCATION:** Memphis State University, (B.A.,  
Psychology, 1973)

Memphis State College of Law  
(Juris Doctor, 1976)

University of Florida College of Law (1985)  
Master of Laws in Taxation (LLM)

**PROFESSION:** Attorney at Law. Engaged in the private practice of law in the Firm of  
Bryant Miller & Olive P.A., Tallahassee, Florida, March, 1989 to Present

Admitted to The Florida Bar in 1989. (Fl Bar No. 832790)  
Rated: "av" by Martindale-Hubbell

**PROFESSIONAL HISTORY:**

Baker, Worthington, Crossley, Stansberry & Wolff, Nashville, Tennessee  
Senior Associate (Senior Tax Attorney)  
June 1, 1985 to February 28, 1989

Corroon & Black Benefits, Inc.  
Nashville, Tennessee

Vice President; Associate Corporate Counsel; Director Tax and Estate  
Planning Department December, 1977 to July, 1984

Private Law Practice: Full practice, July, 1977 to December, 1977; limited  
practice, December 1977 to July, 1984

Practice Concentration: Emphasis on closely held businesses, professional  
corporations, individual tax planning; wills and trusts.

Tennessee Association of Legal Services/Legal Aid Projects: July, 1976 to  
June, 1977 Statewide Coordinator

## **MUNICIPAL BOND LAW EXPERIENCE:**

For the past 24 years Mr. Reid's practice has been concentrated in financial transactions and tax planning. Since 1985, his concentration in tax-exempt and taxable financings has increased until he exclusively devotes his entire practice to this area. He has served as issuer's counsel, bond counsel, special tax counsel, underwriter's counsel and developer's tax counsel in numerous tax-exempt and taxable bond project financings for multifamily and single family housing, retirement centers, educational, hotels and convention facilities, manufacturing facilities, professional sports facilities, and numerous governmental projects. Mr. Reid is lead counsel for the Firm for several governmental clients, such as the Key West and Monroe County Housing Authorities, the Cities of Clearwater, Pembroke Pines, North Lauderdale, Coral Springs and Lighthouse Point, and for Indian River County and serves as tax counsel for many of the Firm's clients.

Mr. Reid is one of the leading Florida attorneys in affordable housing and represents most of the local county housing finance authorities and public housing authorities. Mr. Reid has also served as bond counsel and tax counsel to the Florida Housing Finance Corporation. Mr. Reid is the co-chair of the Firm's affordable housing practice group.

Mr. Reid has worked with local housing authorities such as the Housing Authorities of the Cities of Deland, Key West, Ft. Myers, Punta Gorda, St. Petersburg, Tampa and Winter Haven, and the Housing Authorities of Hernando and Monroe Counties on several affordable housing issues. The issues have involved direct financing of housing facilities to be owned and operated by the authorities or their related 501(c)(3) entities, using tax exempt debt issued by the housing authorities, with some of the issues involving tax credits obtained directly from the Department of Treasury. On behalf of the Hernando County Housing Authority, Mr. Reid successfully validated the ability of a housing authority to act as a conduit issuer to finance affordable housing that is to be owned and operated by entities other than the housing authority. In some cases, such as with the Key West and Monroe County Housing Authorities, these financings involved assembling a consortium of local banks to provide the financing and a SAIL loan from Florida Housing, while others involved various credit enhancement techniques provided by HUD and other financial institutions, such as with the Winter Haven Housing Authority. Mr. Reid is currently working with the Punta Gorda Housing Authority as bond counsel and private developers to finance replacement public housing units, all of which were destroyed by Hurricane Charlie in August, 2004.

In addition to these somewhat classic modes of financing projects, Mr. Reid has worked with local housing authorities such as the Tampa Housing Authority, in implementing energy savings contracts to achieve modernization of housing units using projected savings in energy costs derived from replacing outdated equipment with new energy efficient equipment and two HOPE VI projects. With the Key West Housing Authority, we were able to obtain a \$16,000,000 HUD Section 108 loan, backed by a pledge of the State's CDBG future grant funds to enable the housing authority to acquire surplus Navy housing and renovate it for affordable housing.

#### **SPEAKING ENGAGEMENTS:**

Panelist, 1997, 1998, 2000 and 2001, Bond Attorney's Workshop sponsored by National Association of Bond Lawyers on the subject of "Single Family Mortgage Revenue Bonds", "Multifamily Housing", "Refundings and Reissuance".

**PUBLICATIONS:** "Family-owned Businesses and the Carryover Basis Rules", CLU Journal, January, 1979

"Tax Strategy for the Small Businessman", Advantage Magazine, June, 1981

"United States Tax Implications of International Interest Rate Swaps (U.S. Dollar Denominated Agreements)", University of Florida Law Review, Vol. 17, No. 3, Tax 1985

SPECIAL COUNSEL RETAINER AGREEMENT

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between

MONROE COUNTY FLORIDA and OTHER PARTICIPATING GOVERNMENTAL ENTITIES

And

THE SEIBERT LAW FIRM and BRYANT MILLER & OLIVE P.A.

\_\_\_\_\_

Dated May 18, 2005

## SPECIAL COUNSEL RETAINER AGREEMENT

This Special Counsel Retainer Agreement is entered into between the Board of County Commissioners (the "County Commission") of Monroe County, Florida (the "County") and other participating governmental units located in the County which elect to participate in this Agreement (collectively, the "Governmental Units"), and The Seibert Law Firm and Bryant Miller & Olive P.A. (collectively, "Special Counsel").

**WHEREAS**, the County Commission has determined that there exists a critical need to address the housing needs of the residents of the County, including housing for low income families, workforce housing and other affordable housing, on a comprehensive, County wide basis; and

**WHEREAS**, the County Commission, together with other local governmental units in County desires to engage special counsel to assist the County Commission and the Governmental Units in facilitating the creation and implementation of a long term plan to address the critical housing needs currently facing the residents of the County; and

**WHEREAS**, the County Commission is encouraging each of the other Governmental Units located in the County to join the County Commission in this agreement in order to facilitate the creation of a comprehensive plan for the citizens and residents of the County; and

**WHEREAS**, the County Commission, with concurrence of its staff and general counsel, has authorized and directed the engagement and use of Special Counsel as special counsel to the County Commission and the other Governmental Units.

**NOW, THEREFORE**, it is agreed as follows:

**1. SPECIAL COUNSEL SERVICES.** Special Counsel will provide legal and consulting services as special counsel to the Governmental Units relative to the facilitation of the creation and development of a comprehensive long term plan to address the critical shortage of available affordable housing to the citizens and residents of the County. Such special counsel services and assistance are to be provided on an hourly and negotiated fee basis by separate work orders as provided herein and shall generally include the following:

(A) sharing Special Counsel's experiences and prior exposure in housing and community development and financings, including land use issues, general development issues with the Florida Department of Community Affairs and the Florida Department of Environmental Protection and the Florida Legislature, and by filling a leadership role in facilitating the development and implementation of a long term plan and vision to address the anticipated housing needs of the residents of the County, and in identification and development



of appropriate revenue resources to fund and finance the Governmental Units housing initiatives;

(B) facilitating the assembling of community needs and public input regarding housing issues in a manner that maximizes public input and the development of a long term vision and plan for the County that meets the consensus needs of the residents of the County;

(C) facilitating the development of appropriate ordinances, resolutions, legislation, interlocal agreements or other agreements and documents to collaboratively and cooperatively achieve the Governmental Unit's housing objectives by partnering with one or more public or private entities;

(D) providing advice and research on housing creation, alternatives, implementation and financing strategies;

(E) rendering of written memoranda or opinions when necessary;

(F) advice and research on the feasibility and legal sufficiency of statutory and alternative revenue resources, including, but not limited to the use and leverage of public-private partnerships and the various resources of all of the Governmental Units;

(G) assistance in the prosecution of any administration rulemaking process, agency determinations and other forms of litigation, including validation proceedings; and

(H) review of proposed interlocal structures as to legal feasibility, compliance with applicable law and pending or proposed revisions to the law including United States Treasury regulations.

**2. COMPENSATION FOR SPECIAL COUNSEL SERVICES.** SPECIAL COUNSEL will be compensated for special counsel services at negotiated fees and/or hourly rates as authorized by specific work orders.

(A) Special Counsel will be compensated for legal services at the following hourly rates:

(1) Bryant Miller & Olive shareholders and Steven M. Seibert of The Seibert Law Firm at the rate of \$250 per hour;

(2) Bryant Miller & Olive attorneys other than shareholders at the rate of \$195 per hour; and

(3) Bryant Miller & Olive paralegals or law clerks at the rate of \$50 per hour.

(B) Any negotiated fee for legal services shall include a scope of services and fee structure authorized by the Governmental Units in writing as provided for herein.

(C) In addition to any negotiated fees or hourly rates, Special Counsel shall be entitled to receive reimbursement for actual costs incurred, such as computer printing or photocopies, long distance telephone charges, travel expenses and overnight delivery charges. Any travel expenses will be reimbursed in accordance with the County Commission's procedures and guidelines.

(D) The process of developing and implementing the housing availability vision may require the acquisition or disposition of real property as well as the acquisition of real property in a development regime, including intangible and tangible personal property. To the extent the Governmental Units acquires or disposes of real property interests, Special Counsel agrees, if so requested by the Governmental Units, to coordinate with the Governmental Units to additionally use and provide appropriate title research and title insurance policies insuring the real property involved at the minimum premium rates promulgated by the Florida Insurance Commissioner.

(E) Special Counsel shall bill the Governmental Units periodically, but not more often than monthly, and provide an itemized statement of fees and costs incurred to date. All invoices shall be submitted to, approved and processed for payment by the Contract Administrator as designated herein.

**3. IDENTIFICATION OF NECESSARY CONSULTANTS; APPROVAL PROCEDURE.** The development of the proposed housing alternatives initiative contemplated herein will likely require more than legal expertise. Subject to the recommendation of the Contract Administrator and the approval of the Governmental Units, Special Counsel shall have the authority to use or retain on behalf of the Governmental Units such additional consultants, experts, or counsel that it deems necessary to implement the creation and development of the housing alternatives initiative of the Governmental Units. Such approval shall be first requested in writing and shall include a scope of services and method of compensation for each additional consultant, expert, or counsel requested. If requested, statements for fees and costs incurred by any approved consultant, expert, or counsel, shall be first reviewed by Special Counsel and, upon approval, submitted to the Contract Administrator for payment.

#### **4. DISCLOSURE.**

(A) Special Counsel, and specifically Bryant Miller & Olive, has disclosed to the County Commission that it has, and may in the future, serve as disclosure counsel or bond counsel to several municipalities and other local governmental entities in the County, many of whom may join the County Commission in this Agreement as a Governmental Unit. The parties hereto acknowledge and agree that Special Counsel's role as bond counsel or disclosure counsel to any Governmental Unit is not likely to create or cause any actual conflict, and service

as disclosure or bond counsel to other Firm clients will not per se be construed as a conflict or be objectionable to the Governmental Units.

## 5. CONTRACT ADMINISTRATION.

(A) For ease and convenience of administration, the Governmental Units shall from time to time designate one or more persons to provide policy direction and instructions to Special Counsel in the administration of its duties hereunder, approving and authorizing work orders and all other matters necessary to administer this Agreement on behalf of the Governmental Units (the "Contract Administrator"). The initial Contract Administrator directed and authorized to act on behalf of the Governmental Units shall be

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(B) Special Counsel shall be entitled to reasonably rely upon direction received from the designated Contract Administrator.

(C) Special Counsel and Contract Administrator are hereby directed and authorized to process the initial work order under this agreement in substantially the form attached as Exhibit A hereto. Subsequent amendments to the foregoing work order or subsequent work orders shall be in substantially similar format and approved by the Contract Administrator.

(D) The representative for Special Counsel shall be as follows:

(1) The primary contact person shall be Steven M. Seibert of The Seibert Law Firm.

(2) It is understood that Robert C. Reid of Bryant Miller & Olive shall be primarily responsible for finance and housing related matters and that Cari Roth, of Bryant Miller & Olive shall be primarily responsible for managing legislative relations.

(3) All work performed by any Special Counsel shall be coordinated with each other Special Counsel and the Contract Administrator.

## 6. GENERAL.

(A) This agreement shall be governed by and construed in accordance with the laws of the State of Florida. This agreement may be amended only by a written agreement entered into by the parties.

(B) This agreement may be terminated with or without cause by the Contract Administrator or by Special Counsel at any time upon thirty (30) days prior written notice. In the event of termination, Special Counsel shall assume responsibility for completion of and shall be compensated for all representation requested prior to the notice of termination. Provided however, the Contract Administrator may terminate this agreement for breach by Special

Counsel with such notice as may be reasonable under the circumstances. In the event of termination, with or without cause, Special Counsel shall be compensated in accordance herewith for approved time and expenses, expended prior to the date of termination.

(C) This agreement may be executed in multiple counterparts.

(D) This agreement shall be effective on the last date this agreement is executed by the County Commission and Special Counsel.

IN WITNESS WHEREOF, the Board of County Commissioners of Monroe County, Florida and other local governmental units subsequently joining into this Agreement, The Seibert Law Firm and Bryant Miller & Olive P.A. have caused this Special Counsel Retainer Agreement to be executed as of this \_\_\_\_ day of \_\_\_\_\_, 2005.

**THE BOARD OF COUNTY COMMISSIONERS  
OF MONROE COUNTY, FLORIDA**

By: \_\_\_\_\_  
Dixie M. Spehar, Mayor

Attest:

\_\_\_\_\_  
Clerk of the Circuit Court

**THE SEIBERT LAW FIRM**

By: \_\_\_\_\_

**BRYANT MILLER & OLIVE P.A.**

By: \_\_\_\_\_  
Shareholder and Authorized Signatory

**EXHIBIT A**

**FORM OF WORK ORDER**

**WORK ORDER**  
**No. 200\_\_ - 1**

**TO:** Special Counsel  
Attention: \_\_\_\_\_  
[Address]  
Tallahassee, Florida 323\_\_

**FROM:** \_\_\_\_\_ as Contract Administrator

1. **Scope of Services:** Special counsel legal services to be provided by Special Counsel are to provide assistance with facilitation of the development and implementation of a housing alternatives initiative for the Governmental Units. Included with this task will be those services and activities identified on the Attachment hereto and incorporated herein by reference. Additionally, Special Counsel will assist and advise the Governmental Units and their officials, staff, attorneys and consultants in a leadership or facilitative role in developing an overall approach to assist the Governmental Units in their development of a strategy to create housing opportunities for the residents of the County. Deliverables may include drafting notices, interlocal agreements, resolutions, memorandums of understanding, or other agreements, reports or documents, which will provide the basis for decision making and the establishment of the housing alternatives initiative.

2. **Compensation:** [Hourly rates and reimbursement for actual costs as provided in Special Counsel Retainer Agreement dated \_\_\_\_, 2005.] [Fixed compensation in the amount of \$\_\_\_\_ [and reimbursement for actual costs as provided in Special Counsel Retainer Agreement dated \_\_\_\_, 2005.]

3. **Use of Necessary Consultants:** Pursuant to the Special Counsel Retainer Agreement, the Governmental Units direct and authorize the use of \_\_\_\_\_ and the scope of services and method of compensation attached to this work order is approved.

4. **Work Order Budget:** The initial budget appropriation for this Work Order shall not exceed the amount of \_\_\_\_\_ and no/100 DOLLARS (\$\_\_\_\_\_). However, it is understood that the direction of the Governmental Units will control the work effort and additional budget appropriations may be and are expected to be required.

Authorized by:

And accepted by:

\_\_\_\_\_  
Title: Contract Administrator

\_\_\_\_\_  
Special Counsel

Date: \_\_\_\_\_

Date: \_\_\_\_\_

ATTACHMENT TO WORK ORDER 200\_\_-1

Scope of Services and Method of Compensation